

OSTER
Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771
Phone: 301-253-6040
Fax: 301-253-6040*

January 16, 2004

RECORDATION NO. 24782 FILED

JAN 1 4 41-5571

SURFACE TRANSPORTATION BOARD

Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

Dear Sir:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Schedule #1 dated 8/19/03 involving the following parties and railroad equipment:

Lessor: Midwest Railcar Corporation
9876 213th Avenue N.W.
Elk River, MN 55330

Lessee: Commercial Metals Company
7800 Stemmons Freeway, 10th Floor
Dallas, TX 75247

Equipment: up to 16, 7100 cf 100-ton Woodchip Gondolas
SMIX 009600-009615

Please record this agreement as a primary document. The filing fee of \$30 is enclosed.

Summary: Memorandum of Schedule #1 dated 8/19/03 between Midwest Railcar Corporation as Lessor and Commercial Metals Company as Lessee including up to 16 Gondolas, SMIX 009600-009615, a primary document.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosure

RECORDATION NO. 24782 FILED
JAN 1 6 01 11-25 AM
SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #1

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

COMMERCIAL METALS COMPANY

as Lessee

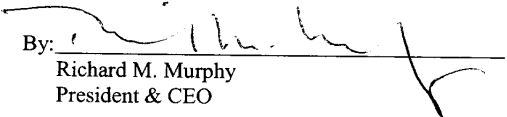
MEMORANDUM OF SCHEDULE #1

THIS MEMORANDUM OF SCHEDULE #1 is effective as of August 19, 2003 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and COMMERCIAL METALS COMPANY, a Delaware Corporation ("Lessee"), with reference to the following:

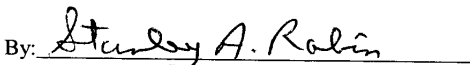
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated August 19, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

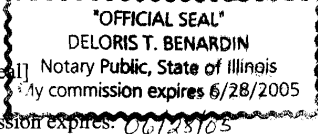
By: 
Richard M. Murphy
President & CEO

COMMERCIAL METALS COMPANY

By: 
Name: Stanley A. Rabin
Title: Chairman, President & CEO

STATE OF Illinois, ^{County} ~~CITY~~ OF Madison, TO WIT:


On this 19th day of August, 2003 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on August 19, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

 "OFFICIAL SEAL"
DELORIS T. BENARDIN
[Notarial Seal] Notary Public, State of Illinois
My commission expires 6/28/2005
My commission expires: 06/28/05

Deloris T. Benardin
Notary Public

STATE OF Texas, ^{County} ~~CITY~~ OF Dallas, TO WIT:

On this 21st day of August, 2003 before me appeared, Stanley A. Rabin, to me personally known, who being by me duly sworn, says that he is a Chairman, President & CEO, of COMMERCIAL METALS COMPANY, a Delaware Corporation, that said instrument was signed and sealed on August 21, 2003 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

 Victoria J. Green
Notary Public, State of Texas
My commission expires 12/14/05
My commission expires: 12-14-05

Victoria J. Green
Notary Public

EXHIBIT A

Description of Railcars:

Up to sixteen (16) 7100 c.f.,
100-ton Woodchip Gondolas
with the following Car Marks
and Numbers:

SMIX 009600 through SMIX
009615, inclusive